

Exhibit 3

133557

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H499-3902

**AMENDMENT TO CONSTRUCTION, OPERATION
AND RECIPROCAL EASEMENT AGREEMENT**

THIS AMENDMENT is made as of the 28th day of October, 1994,
between CONCORD MALL, a Delaware general partnership ("Developer"), and
SEARS, ROEBUCK AND CO., a New York corporation ("Sears").

WITNESSETH:

WHEREAS, Developer and Sears entered into a Construction, Operation and Reciprocal Easement Agreement dated December 21, 1990 and recorded in the office of the Recorder of Deeds, New Castle County, State of Delaware at Deed Book 1240, Page 90, which agreement, as amended by that certain Supplemental Agreement dated December 21, 1990 and as further amended by that certain Agreement dated June 27, 1991 and recorded in said Records at Deed Book 1240, Page 40, is hereinafter referred to as the "REA"; and

WHEREAS, the parties desire to amend, modify and supplement the REA to accommodate the intended conversion of the office building (the "Building") located in the Shopping Center to retail use 1) by changing the parking ratio to 4.8 cars per 1,000 square feet of floor area, 2) by altering the parking configuration, and 3) as further hereinafter provided.

NOW, THEREFORE, in consideration of the mutual agreement herein contained and other good and valuable consideration to each of the parties hereto paid by the other, receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Capitalized terms used herein shall have the same meaning as ascribed thereto in the REA, unless otherwise provided herein.
2. Section 17.1(b)(i) of the REA is amended by substituting on line 4 of said Section the words and numeral "four and eight-tenths (4.8)" in place of the word and numeral "five (5)" which are hereby deleted.
3. Notwithstanding anything to the contrary set forth in the REA, Developer shall have the right to modify the parking configuration so that it is substantially as shown on the plan (the "Plan") attached hereto as Exhibit "A" and made a part hereof, including but not limited to the minimum parking bay width indicated thereon.
4. Nothing in the REA shall be construed so as to prevent the placement of signs, identifying the occupant of the Building, a) at the exterior entrance to the "Pedestrian Mallway" (as shown on the Plan), b) on the exterior

After Recording, please return document to
Commonwealth Land Title Insurance Company
Agency & Approved Attorney Department
2 Logan Square, Suite 500
Philadelphia, Pennsylvania 19103

ATTN: EDWARD J. KELLY

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See Plot Plan 20412232 6/6003

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wall of the third level of the Building, and c) on the interior Building facades at the mall level.

5. All other terms and conditions of the REA shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have duly executed this Amendment under seal as of the day and year first above written.

Sealed and Delivered
in the Presence of:

CONCORD MALL,
a Delaware general partnership

By: JMB GROUP TRUST III,
an Illinois trust,
General Partner

By: JMB INSTITUTIONAL ADVISORS-~~III~~,
an Illinois general partnership,
Investment Manager

By: JMB INSTITUTIONAL REALTY
CORPORATION, an Illinois
corporation,
Managing Partner

By Susan Scinello,
Name SUSAN SCINELLO,
Title VICE PRESIDENT

By _____
Name _____
Title _____

Sealed and Delivered
in the Presence of:

SEARS, ROEBUCK AND CO.,
a New York corporation

By _____
Name _____
Title _____

By _____
Name _____
Title _____

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wall of the third level of the Building, and c) on the interior Building facades at the mall level.

5. All other terms and conditions of the REA shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have duly executed this Amendment under seal as of the day and year first above written.

Sealed and Delivered
in the Presence of:

CONCORD MALL,
a Delaware general partnership

By: JMB GROUP TRUST III,
an Illinois trust,
General Partner

By: JMB INSTITUTIONAL ADVISORS-III,
an Illinois general partnership,
Investment Manager

By: JMB INSTITUTIONAL REALTY
CORPORATION, an Illinois
corporation,
Managing Partner

By _____
Name _____
Title _____

By _____
Name _____
Title _____

Attest:

Robert Bramlette Jr.
Assistant Secretary

SEARS, ROEBUCK AND CO.,
a New York corporation

By *Barry D. Kaufman*
Name Barry D. Kaufman
Title Divisional Vice President
Real Estate

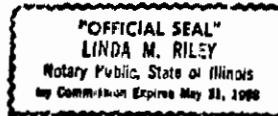


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STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

This instrument was acknowledged before me this 21st day of October, 1994, by Susan Spinello and _____, the Vice President and the _____, respectively, of JMB INSTITUTIONAL REALTY CORPORATION, an Illinois corporation, as Managing Partner of JMB INSTITUTIONAL ADVISORS-~~AT~~, an Illinois general partnership, as Investment Manager of JMB GROUP TRUST III, the General Partner of CONCORD MALL, a Delaware general partnership, the party on behalf of whom the instrument was executed.

WITNESS my hand and official seal this 21st day of October, 1994.



My Commission Expires:

By Linda M. Riley
NOTARY PUBLIC
Linda M. Riley
(Notary Printed Name)

May 31, 1998

May 31, 1998

STATE OF NEW YORK)
COUNTY OF _____) SS.:

On this _____ day of _____, 1994, before me, personally came
_____, and _____, to me known who being by me duly
sworn, did depose and say that they are the _____ and the
_____ of SEARS, ROEBUCK & CO., the corporation described in,
and which executed, the foregoing instrument; and that they signed the foregoing
instrument as such officers and that said instrument is the act and deed of said
corporation.

NOTARY PUBLIC

BK 1856 PG 0312

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

This instrument was acknowledged before me this _____ day of
_____, 1994, by _____ and _____, the
_____ and the _____, respectively, of JMB
INSTITUTIONAL REALTY CORPORATION, an Illinois corporation, as Managing
Partner of JMB INSTITUTIONAL ADVISORS-III, an Illinois general partnership, as
Investment Manager of JMB GROUP TRUST III, the General Partner of CONCORD
MALL, a Delaware general partnership, the party on behalf of whom the instrument
was executed.

WITNESS my hand and official seal this _____ day of _____,
1994.

By _____
NOTARY PUBLIC

(Notary Printed Name)

My Commission Expires:

ILLINOIS
STATE OF NEW YORK)
COUNTY OF COOK) SS.:

On this 31st day of October, 1994, before me, personally came
Barry D. Kaufman and Robert C. Bramlette, Jr., to me known who being by me duly
sworn, did depose and say that they are the President, Divisional Vice and the
Assistant Secretary of SEARS, ROEBUCK & CO., the corporation described in,
and which executed, the foregoing instrument; and that they signed the foregoing
instrument as such officers and that said instrument is the act and deed of said
corporation.

Diane Haeger
NOTARY PUBLIC



See Plot Plan No. 12232